

Law Offices of

CHAPMAN AND CUTLER

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Salt Lake City, Utah 84144  
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June 12, 2003

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Re: Union Pacific Railroad Company  
Leveraged Lease Financing  
UPRR 2003-D

RECORDATION NO. 24482 B FILED  
JUN 12 '03 12-28 PM  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lease and Indenture Supplement No. 1 (UPRR 2003-D), dated as of June 13, 2003, between Union Pacific Railroad Company, as lessee (the "*Lessee*") and Wilmington Trust Company, as lessor (the "*Lessor*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement (UPRR 2003-D), dated as of June 13, 2003, between Lessor and Lessee which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

|                       |   |
|-----------------------|---|
| Lessee:               | Union Pacific Railroad Company<br>1416 Dodge Street<br>Omaha, Nebraska 68179  |
| Owner Trustee/Lessor: | Wilmington Trust Company<br>Rodney Square North<br>1100 North Market Street<br>Wilmington, Delaware 19890-0001  |
| Indenture Trustee:    | Wells Fargo Bank Northwest, National Association<br>MAC: U1254-031<br>79 South Main Street<br>Salt Lake City, Utah 84111<br>Attention: Corporate Trust Services |

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease and Indenture Supplement No. 1 consists of 23 General Electric Company AC4400CW Diesel

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Electric Locomotives bearing the reporting marks UPRR 5956; and UPRR 5960 through UPRR 5981, inclusive, all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Lease and Indenture Supplement No. 1 (UPRR 2003-D) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, as Lessor, Union Pacific Railroad Company, as Lessee, and Wells Fargo Bank Northwest, National Association, as Indenture Trustee.


A fee of twenty-eight dollars (\$28.00) is enclosed. Please time and date stamp the enclosed copy the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord  
Alvord and Alvord  
1050 Seventeenth Street  
Suite 301  
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl Williams   
Karl T. Williams

KTW/db  
Enclosures

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CHAPMAN AND CUTLER

**EXHIBIT A**

**UNITS**

| EQUIPMENT   | QUANTITY | ROAD NUMBERS  |
|---|----------|---|
| General Electric Company<br>AC4400CW Diesel Electric<br>Locomotives | 23       | UPRR 5956;<br>UPRR 5960 through<br>UPRR 5981, inclusive |

**MEMORANDUM OF LEASE AND INDENTURE SUPPLEMENT NO. 1  
(UPRR 2003-D)**

Memorandum of Lease and Indenture Supplement No. 1, made and entered into as of June 13, 2003, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), Union Pacific Railroad Company, a Delaware corporation, as Lessee ("*Lessee*") and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee (the "*Indenture Trustee*").

**WITNESSETH:**

1. Lessor and Lessee have entered into that certain Lease Agreement (UPRR 2003-D), dated as of May 1, 2003 (the "*Lease Agreement*"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement. Lessor and Indenture Trustee have entered into that certain Indenture and Security Agreement (UPRR 2003-D), dated as of May 1, 2003 (the "*Indenture*"), by which Lessor has granted a security interest to Indenture Trustee in order to secure Lessor's performance of certain obligations as described in the Indenture.

2. Memoranda of said Lease Agreement and said Indenture are being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease and Indenture Supplement No. 1 (UPRR 2003-D), dated as of June 13, 2003, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto and whereby Lessor has granted, pursuant to the above-described Indenture, a security interest therein to the railroad equipment leased to Lessee under the Lease Agreement.

RECORDATION NO. 24482 B FILED


JUN 12 '03

12-28 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

By 

Name:

Title:

**Mary C. St. Amand**  
**Assistant Vice President**

Executed on this 4<sup>th</sup> day of June, 2003.

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of June, 2003.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION

By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of June, 2003.

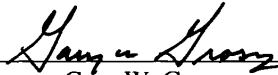
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of June, 2003.

UNION PACIFIC RAILROAD COMPANY

By   
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this 5<sup>th</sup> day of June, 2003.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of June, 2003.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of June, 2003.

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of June, 2003.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION

By  \_\_\_\_\_

Name: Brett R. King

Title: Vice President

Executed on this 4<sup>th</sup> day of June, 2003.

STATE OF Delaware )  
 ) SS:  
COUNTY OF New Castle )

On this, the 4th day of June, 2003, before me, a Notary Public in and for said County and State, personally appeared Mary C. ST. Amand, who being by me duly sworn, says that (s)he is the Assistant Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on June 4th, 2003 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Dianne Bruten  
Name: \_\_\_\_\_  
Notary Public NOTARY PUBLIC  
My Commission Expires Nov. 27, 2003  
My Commission Expires:  
Residing in Wilmington, DE

(SEAL)

STATE OF NEBRASKA )  
 ) SS:  
COUNTY OF DOUGLAS )

On this, the \_\_\_\_ day of June, 2003, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on June \_\_, 2003, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)



STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of June, 2003, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on June \_\_, 2003 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

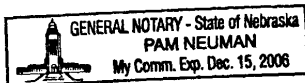
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF NEBRASKA )  
 ) SS:  
COUNTY OF DOUGLAS )

On this, the 5<sup>th</sup> day of June, 2003, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on June 5, 2003, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



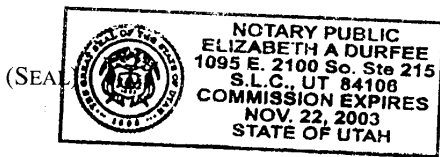
(SEAL)

Pam Neuman  
\_\_\_\_\_  
Name: Pam Neuman  
Notary Public  
My Commission Expires: 12-15-06  
Residing in Omaha, NE

STATE OF Utah )  
 ) SS.:  
COUNTY OF Salt Lake )

On this, the 4<sup>th</sup> day of June, 2003, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June 4, 2003 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: ELIZABETH A. DURFEE  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

**EXHIBIT A**

**UNITS**

| EQUIPMENT   | QUANTITY | ROAD NUMBERS  |
|---|----------|---|
| General Electric Company<br>AC4400CW Diesel Electric<br>Locomotives | 23       | UPRR 5956;<br>UPRR 5960 through<br>UPRR 5981, inclusive |